

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

2014 MAR 24 P 1:18
STATISTICS & ANALYSIS
DEPARTMENT

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

I, **WILLIS H. KELLEY**

Reporter's Name, Street, and Mailing Address

FIRST GRAYSON BANCORP, INC.

Name of the Holding Company Director and Official

PRESIDENT & CEO

Legal Title of Holding Company

P. O. BOX 67

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

(Mailing Address of the Holding Company) Street / P.O. Box

GRAYSON KY 41143

City State Zip Code

200 S CAROL MALONE BLVD.

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

WILLIS H. KELLEY PRES. & CEO

Name Title

606-474-2000 2121

Area Code / Phone Number / Extension

606-474-6626

Area Code / FAX Number

wkelley@fnbgrayson.com

E-mail Address

Signature of Holding Company Director and Official

03/20/2014

Address (URL) for the Holding Company's web page

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID **1823747**
C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

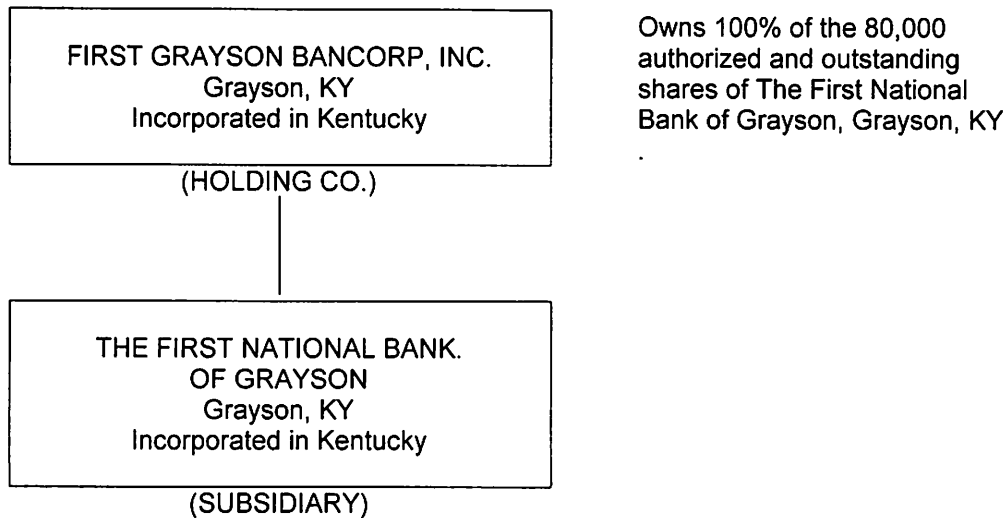
No

First Grayson Bancorp, Inc.

Post Office Box 67 • Grayson, KY 41143-0067
(606) 474-2000

FR Y-6
FISCAL YEAR ENDING DECEMBER 31, 2013

1. The bank holding company does prepare an annual report to shareholders.
Enclosed is copy of the annual report.
2. a. Organization Chart



- b. Domestic Branch Listing Submitted via email March 13, 2014.

Results: A list of branches for your depository institution: FIRST NATIONAL BANK OF GRAYSON, THE (ID: RSSD: 610913); This depository institution is held by FIRST GRAYSON BANK CORP, INC (1823243) of GRAYSON, KY. The data are as of 12/31/2013. Data reflects information that was received and processed through 3/17/17:30:14.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Action

OK: If the branch information is correct, enter 'OK' in the Data Action column.
 Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.
 Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.
 Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
 Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedures

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information. If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add. The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	610913	FIRST NATIONAL BANK OF GRAYSON, THE	200 S. CAROL MALONE BOULEVARD	GRAYSON	KY	41143	CARTER	UNITED STATES	1740	0	FIRST NATIONAL BANK OF GRAYSON, THE	610913	
OK		Full Service	3668326	GRAYSON BRANCH	380 S CAROL MALONE BLVD	GRAYSON	KY	41143	CARTER	UNITED STATES	275654	7	FIRST NATIONAL BANK OF GRAYSON, THE	610913	
OK		Full Service	1441646	OLIVE HILL BRANCH	168 RAILROAD STREET	OLIVE HILL	KY	41164	CARTER	UNITED STATES	193872	3	FIRST NATIONAL BANK OF GRAYSON, THE	610913	
OK		Full Service	813116	RUSH BRANCH	9844 US HWY 60 EAST	RUSH	KY	41168	CARTER	UNITED STATES	193871	2	FIRST NATIONAL BANK OF GRAYSON, THE	610913	
OK		Full Service	2940061	SANDY HOOK BRANCH	337 KY HWY 7 NORTH	SANDY HOOK	KY	41171	ELLIOTT	UNITED STATES	356200	5	FIRST NATIONAL BANK OF GRAYSON, THE	610913	
OK		Full Service	3142723	WEST LIBERTY BRANCH	400 PRESTONSBURG STREET	WEST LIBERTY	KY	41472	MORGAN	UNITED STATES	364678	6	FIRST NATIONAL BANK OF GRAYSON, THE	610913	
OK		Full Service	207210	WILLARD BRANCH	8755 SOUTH STATE HIGHWAY 1	WILLARD	KY	41181	CARTER	UNITED STATES	193870	1	FIRST NATIONAL BANK OF GRAYSON, THE	610913	

Report Item 3: Securities Holders

(1)(a) (b) (c)

First Grayson Bancorp, Inc. has only common stock. There are no other classes of stock.

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2013.

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Charles Chadwell McGuire Ashland, KY; USA	USA	6,258 shares – 13.13% of common stock owned
J. Grant McGuire Huntington, WV; USA	USA	3,299 shares – 6.92% of common stock owned and 2,959 shares -- 6.21% of common stock owned with P. Kheng Yap-McGuire – a total of 6,258 shares -- 13.13% of common stock owned and controlled
Margaret Dallas McGuire Columbia, SC; USA	USA	6,266 shares – 13.15% of common stock owned
E. E. McGuire, Ashland, KY; USA	USA	9,252 shares – 19.42% of common stock owned; Martha S. McGuire, wife of E. E. McGuire, Ashland, KY. 9,242 shares – 19.39% of common stock; total of 18,494 shares – 38.81% of common stock owned and controlled

(2) (a) (b) (c) None

FORM FR Y-6
December 31, 2013
FIRST GRAYSON BANCORP, INC.
 Report Item 4: Directors and Officers (1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names) of subsidiaries	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Banking Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% ore more of voting securities are held (List names of companies and percentage of voting securities held)
E. E. McGuire Ashland, KY; USA	Banker	Principal shareholder Executive Officer Director & Chairman Emeritus	Director, Chairman Emeritus, (First National Bank)	N/A	19.42%	N/A	N/A
Martha S. McGuire Ashland, KY; USA	Homemaker	Principal shareholder	N/A	N/A	19.39%	N/A	N/A
Margaret Dallas McGuire Columbia, SC	CPA	Principal shareholder	N/A	N/A	13.15%	N/A	N/A
Charles Chadwell McGuire Ashland, KY; USA	Banker	Principal shareholder Executive Officer Director Board Chairman	Director, EVP Board Chairman (First National Bank)		13.13%	N/A	N/A
J. Grant McGuire Huntington, WV; USA	Attorney	Director Principal shareholder	Director (First National Bank)	Member– Campbell, Woods Director – First Sentry Bank Trustee – K-G Trust	13.13%	N/A	N/A
Harold E. Dyer Grayson, KY; USA	Merchant	Director	Director (First National Bank)	Pres. – Dyer's Furn. & Appl. Inc. V P –Lodgepole Prop. Inc Partner -- Dyer's Investments	.34%	N/A	Dyer Furn. & Appl. Inc. (100%) Lodgepole Prop. Inc. (33 ^{1/3}) Dyer's Investments Partnership (50%)
Bobby James Grayson, KY; USA	Merchant	Director	Director (First National Bank)	Pres. --Economy Shoes, Inc./James Family Outfitters	.01%	N/A	Economy Shoes, Inc./James Family Outfitters (85%)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Banking Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% ore more of voting securities are held (List names of companies and percentage of voting securities held)
Willis H. Kelley Hitchins, KY; USA	Banker	Director Executive Officer President & CEO	Director Pres. & CEO (First National Bank)	N/A	.03	N/A	N/A
Dr. Paul Lewis Olive Hill, KY; USA	Physician	Director	Director (First National Bank)	N/A	.01	N/A	N/A
David C. McDavid Grayson, KY; USA	Banker	Director Executive Officer Board Vice Chairman	Director, Vice Chairman Sr. Vice Pres. (First National Bank)	President – McDavid Furniture Co., Inc. Owner - D & K Farm Owner – Dave’s Automotive	1.72%	N/A	McDavid Furn. Co. Inc. (100%) D & K Farm (100%) Dave’s Automotive (100%)
Donald E. Smith Ashland, KY; USA	Banker	Director Executive Officer President Emeritus	Director, Pres. Emeritus (First National Bank)	N/A	1.75%	N/A	N/A
Camila Haney Grayson, KY; USA	Banker	Executive Officer Secretary/ Treasurer	Vice Pres./Admin. (First National Bank)	N/A	.34%	N/A	N/A